

Arc Instructional Academy

2018-2019 Charter School Proposal

REQUIRED INFORMATION

Charter School Information																									
1. Name of proposed charter school: Arc Instructional Academy																									
2. Name of applicant: Clint Biesinger																									
3. Authorized agent: Clint Biesinger																									
4. Mailing address: 570 North 1100 East, Bountiful, UT 84010																									
5. Phone number: 801-259-2425	6. Email address clint@verapathglobal.com																								
7. District(s) where proposed charter school is located: Davis School District																									
8. The governing body of a charter school is responsible for the policy decisions of the school. Please indicate the makeup of this body below. (Add rows as necessary)																									
<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 25%;">Name</th> <th style="text-align: left; width: 25%;">Email</th> <th style="text-align: left; width: 25%;">Position on Board (e.g., chair, secretary) parent, business)</th> <th style="text-align: left; width: 25%;">Type of Member (e.g., Profession)</th> </tr> </thead> <tbody> <tr> <td>Clint Biesinger</td> <td>clint@verapathglobal.com</td> <td>Chair</td> <td>Business/Parent Financial Advisor</td> </tr> <tr> <td>Mike Wright</td> <td>mwright@sahara1.com</td> <td>Treasurer</td> <td>Business/Parent Real-estate Developer</td> </tr> <tr> <td>Jeff Beck</td> <td>jeffbeck84@gmail.com</td> <td>Secretary</td> <td>Business Real-estate Developer</td> </tr> <tr> <td>Anne Desjardins</td> <td>annedesjardins@msn.com</td> <td>Trustee</td> <td>Education Expert Educator</td> </tr> <tr> <td>Elizabeth Hatch</td> <td>elizarhatch@gmail.com</td> <td>Trustee</td> <td>Education Expert Educator</td> </tr> </tbody> </table>		Name	Email	Position on Board (e.g., chair, secretary) parent, business)	Type of Member (e.g., Profession)	Clint Biesinger	clint@verapathglobal.com	Chair	Business/Parent Financial Advisor	Mike Wright	mwright@sahara1.com	Treasurer	Business/Parent Real-estate Developer	Jeff Beck	jeffbeck84@gmail.com	Secretary	Business Real-estate Developer	Anne Desjardins	annedesjardins@msn.com	Trustee	Education Expert Educator	Elizabeth Hatch	elizarhatch@gmail.com	Trustee	Education Expert Educator
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Anne Desjardins	annedesjardins@msn.com	Trustee	Education Expert Educator																						
Elizabeth Hatch	elizarhatch@gmail.com	Trustee	Education Expert Educator																						
9. Year school will start: 2018																									
10. Grades served: K-6																									
Does proposed grade configuration match resident district grade configuration? Yes																									

<p>11. Requested Enrollment</p> <p>Year 1: Grade K: 80, Grades 1-6: 450, Grades 7-8: N/A, Grades 9-12: N/A Total:530</p> <p>Year 2: Grade K: 80, Grades 1-6: 450, Grades 7-8: N/A, Grades 9-12: N/A Total: 530</p> <p>Year 3: Grade K: 80, Grades 1-6: 450, Grades 7-8: N/A, Grades 9-12: N/A Total:530</p>	
<p>12. Is this proposal seeking special treatment under UCA 53A-1a-501.9?</p> <p>No</p>	<p>13. Is this proposal seeking priority consideration under UCA 53A-1a-502.5?</p> <p>No</p>
<p>14. A charter school may apply to the State Board of Education for a waiver of any rule that inhibits or hinders the school from accomplishing its mission or educational goals set out in its charter. List any waiver requests here (i.e., Rule numbers and titles). N/A</p>	



Signatures	
<p>WE, THE UNDERSIGNED, do hereby certify that, to the best of our knowledge and belief, the data in this proposal are true and correct. Therefore, this proposal for charter school status and funding is hereby submitted with the full approval and support of the governing body of the proposed charter school.</p>	
<p>Name of Authorized Agent Clint Biesinger</p>	
<p>Signature of Authorized Agent</p>	
<p>Name of Charter School Board Chair Clint Biesinger</p>	
<p>Signature of Charter School Board Chair</p>	

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SECTION 1: EXECUTIVE SUMMARY

The founding board members of Arc Instructional Academy are excited to introduce and share with you our vision of a charter school built on the educational foundation of direct instruction programs supplemented by additional programs and field experience that will provide students the needed foundation to learn and excel during their primary educational years.

Application Group Summary:

The founding board members of AIA bring together a confluence of backgrounds, skills, characteristics, experiences and perspectives that will provide a strong base to the school achieving its goals of academic excellence. The board will be focused on providing a rich educational experience for students and their families as well as establishing a culture of respect, trust, accountability, and fiscal responsibility. We have carefully gathered a board that is excited and supportive of the school's goal to build a strong educational foundation for young students. Our combined backgrounds bring together years of proven experience in direct instructional teaching style, charter school administration, entrepreneurship, facility building and management, charter school finance, parental perspectives, budgeting, accounting, strategic planning and legal issues. Our board is committed to creating an amazing experience for all stakeholders of AIA.

AIA Pathway Forward:

AIA plans to open in the fall of 2018, with the school's campus being located in the Bountiful area of South Davis County. We anticipate serving up to 530 K-6 students, which would include four small, half-day kindergarten classes and three classes per grade of grades 1-6. Consistent with many other successful charter schools in Utah, AIA will create an environment that welcomes and serves students and families from all diverse backgrounds, religions, races, genders, cultures, and income levels. We hope and expect to have students from Bountiful and the surrounding communities including: Woods Cross, West Bountiful, North Salt Lake, Centerville and Farmington along with other areas along the Wasatch Front.

Educational Program Highlights:

- As a part of direct instruction methodology, AIA plans to include mastery tests every 5-10 lessons to determine student placement and to monitor student progress.
- Each student will participate in leveled instructional groups that are appropriate and challenging to their abilities.

- Academic placement will be flexible to accommodate students' changing needs.
- Direct Instruction programs focus on mastery of skills by building basic skills and then progressively applying optimize skills to more complex situations.
- Cultural Literacy and respect for diversity will be infused throughout the curriculum.
- Writing instruction will incorporate curricular areas including science, history, literature, and art.

SECTION 2: MARKET ANALYSIS

Arc Instructional Academy will be located in, or around, Bountiful Utah. It is the school's desire to reside on the east side of I-15. Arc Instructional Academy is fully aware of the historical difficulties associated with property in this area. However, Arc Instructional Academy has already located several properties that will meet the requirements of the school, both financially, and programmatically. A more detailed list of properties will be listed in the application, but were not asked for in the proposal.

Currently, there are 16 traditional public schools, and two charter schools located within the 5-mile radius.

- Adelaide
- Boulton
- Centerville
- Foxboro
- Holbrook
- Legacy (Charter)
- Meadowbrook
- Muir
- Oak Hills
- Orchard
- Spectrum (Charter)
- Stewart
- Taylor
- Toleman
- Valley View
- Washington
- West Bountiful
- Woods Cross

Of the two charter schools, Spectrum Academy specifically focuses on students with Asperger's and Autism. Legacy Preparatory Academy is a Core Knowledge School, and is located West of I-15. Although it is a wonderful charter school, it is not a convenient option for families on the East side of I-15. Additionally, students spend their time in the classroom, and do not engage in regular fieldwork as part of the school's curriculum. Arc Instructional Academy will be the first of its kind in the area to fully implement Direct Instruction, and supplement that with quality fieldwork, to enhance the students learning and engagement.

Bountiful is in a unique growth pattern. While much of the State is seeing growth through new home development, Bountiful has been stagnant in this area, with only a 3% increase in population over the past 15 years. However, that does not mean that student growth is stagnant. Much of the City's population is turning over. Young families, with young children, are buying existing homes. In those same 15 years, the population

Age Group	Number	Percent	National Avg
Under 5 Years	3,386	7.9%	6.2
5 to 9 Years	3,127	7.3%	6.4
10 to 14 Years	3,717	8.7%	6.5
15 to 19 Years	3,282	7.6%	6.7
20 to 24 Years	2,751	6.4%	7.1
25 to 34 Years	5,466	12.7%	13.6
35 to 44 Years	4,921	11.5%	12.8
45 to 54 Years	5,386	12.5%	13.6
55 to 59 Years	2,534	5.9%	6.7
60 to 64 Years	1,556	3.6%	5.9
65 to 74 Years	3,032	7.1%	8.3
75 to 84 Years	2,617	6.1%	4.3
85 Years and Over	1,172	2.7%	1.9

of children under the age of 18 has seen an increase over 10%. As noted in the chart below, obtained from <http://www.homefacts.com/demographics/Utah/Davis-County/Bountiful.html>, nearly 25% of the City's population is from children under the age of 14, well above the national average of about 19%.

In Centerville, another target area for Arc Instructional Academy, the percentage of children under the age of 14 is slightly higher:

Age Group	Number	Percent	National Avg
Under 5 Years	1,269	7.9%	6.2
5 to 9 Years	1,152	7.2%	6.4
10 to 14 Years	1,445	9.0%	6.5
15 to 19 Years	1,211	7.5%	6.7
20 to 24 Years	844	5.2%	7.1
25 to 34 Years	1,845	11.5%	13.6
35 to 44 Years	1,982	12.3%	12.8
45 to 54 Years	2,326	14.4%	13.6
55 to 59 Years	1,119	6.9%	6.7
60 to 64 Years	849	5.3%	5.9
65 to 74 Years	1,339	8.3%	8.3
75 to 84 Years	461	2.9%	4.3
85 Years and Over	262	1.6%	1.9

From the standpoint of servicing a growing base of young families, Arc Instructional Academy will be a great academic option that is not currently offered in this area.

SECTION 3: PROGRAM OF INSTRUCTION

The curriculum of the Arc Instructional Academy will be aligned with the Utah Core Standards at all grade levels. The style of instruction and curricular materials will, of course, vary across grade levels. The curriculum and instruction will be built around Direct Instruction programs supplemented by additional programs in areas of the Core Standards that are not sufficiently addressed by Direct Instruction. As students master basic skills in reading, spelling, writing and mathematics, instruction will be increasingly oriented to applying these basic skills to more complex situations. For example, once students have completed the third grade Direct Instruction reading program, they are able to read stories that are written for the sophistication of the plot, rather than being written with controlled decoding and vocabulary. The students' reading program will now focus on novels within various genres that have increasingly sophisticated vocabulary and plots. In addition, the students will engage in more challenging writing assignments which center around the novel. At all grade levels, students will gain field experiences within many of the subjects they are studying. For example, when the older grade school students engage in nature writing, they may complete an expedition that will become the basis for an extensive paper. A science paper focusing on the salinity of the Great Salt Lake would involve an expedition to the Great Salt Lake, water sampling, journaling and photography.

Direct Instruction will be the foundation instruction at Arc Instructional Academy. Direct Instruction is a research-based and research-validated curricular and instructional system. Direct Instruction curriculum is organized to teach generalizable skills. Programs are designed to systematically build skills by carefully organizing lessons, sequencing skill introduction, gradually reducing supports for student performance, providing sufficient practice, and specifying teaching procedures in specific detail. Direct Instruction lessons feature active and productive engagement with tasks at an appropriate instructional level. In each core academic area, students will be placed into instructional groups based on placement tests and placement will remain flexible to accommodate students' changing needs. In addition to using the commercially available Direct Instruction programs in reading, spelling, writing, and mathematics, we will use the principles of Direct Instruction to guide our curriculum selection and development in literature, science, social studies, and other areas of the Utah Core Curriculum that are not addressed by existing Direct Instruction programs. The skills and strategies taught with Direct Instruction will be systematically expanded and applied in diverse situations in order to promote generalization and also as a means of teaching content. (For more information on Direct Instruction see Marchand-Martella, Slocum, & Martella, 2004.)

All Direct Instruction programs provide opportunities for frequent assessment throughout the school year. For example, Direct Instruction programs include mastery tests every 5-10 lessons. In the few instances where commercial tests are not available, teachers will develop their own rubric for evaluating student progress. Cultural literacy

and respect for diversity will be infused throughout the curriculum, most especially in literature, writing, social studies, and the arts. The goal is to treat cultural literacy and respect for diversity not as an isolated subject area, but as perspectives and values that inform many curricular areas, as well as how we conduct ourselves as a community. The writing program in the older elementary grades will extend students' writing into multiple genres and give them extensive experience with long term projects that include research, working with feedback, and multiple drafts. Many of the writing projects are integrated with the science, social studies, and art curriculum, and emphasize cultural and linguistic diversity. The repetition of this assignment provides students with opportunities to improve their facility with this writing style. In this nature writing experience, students describe an "expedition" as a point of departure for writing about science. This assignment integrates science curriculum with writing, and gives students an opportunity to combine narrative and expository writing.

The social studies program, in addition to work in the classroom, will utilize community participation. Students will learn about community roles that we fulfill on local, national, and world levels, and specifically how history and culture influence those roles. This is accomplished through integration of textbook study with motivating experiences in and out of the classroom. The social studies faculty will actively seek experiences in the form of guest speakers, local or national events, museum visits, and other curriculum related activities. These experiences are meant to enhance student understanding of history's defining role in the communities of the world and the rich diversity of cultures that have shaped the world live in. For example, while studying the Great Depression students may visit a local assisted living facility to interview individuals who lived through the Depression. Another example is studying the history of immigration in which students focus on the challenges faced by new immigrants with diverse cultural and linguistic backgrounds. Students will also acquire a visual understanding of the political and geographical make-up of the world through map skills and cultural learning. Beginning with 5th grade studying the United States, each subsequent grade will study a geographical portion of the world.

The science curriculum will be based on the Utah State Core Curriculum with a strong emphasis on hands-on learning and field based instruction. Making connections between science concepts and real life experiences will be a focus. When possible, local resources will be utilized to broaden the students' experience and develop a strong sense of community. Examples of these resources include science collections and programs offered to local schools through Utah State University, visits to private, municipal, county, state and federal facilities such as landfills, recycling centers, and hydroelectric facilities. Classroom instruction will focus on developing observational and problem solving skills, scientific inquiry and good documentation. Students will also be involved in "real science" programs, for example the Bear River Watershed Education Project-watershed monitoring.

The physical education program will focus on introducing all students to a wide variety of physical activities that may become lifelong avocations and provide an important part of a healthy lifestyle. Examples of typical student experiences include hiking, running, snowshoeing, skiing, and ice skating.

The art program will include both construction of art and understanding of art history. The construction component will feature careful selection of activities to provide students with sustained engagement with a variety of materials, techniques, genres, media, and elements. Art history will include historically varied and culturally diverse traditions. Each activity will be carefully designed to maximize success for every student.

Field experiences will integrate curricular areas including science, writing, art, and physical education. A typical field trip could include identification of water-dwelling insects to determine water quality, a hike, nature writing that evokes a sense of place, and art projects involving scientific illustration.

Appendix A: BOARD MEMBERS

BACKGROUND INFORMATION SHEET

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary.

Name Clint Biesinger

Role with school Board Chair

Expertise Charter School Finance and Business

Statement of Intent:

My role on the board will be as a board member and I'm currently designated as the board chair. I worked closely with Treasurer Ellis and a financial working group to create the legislation that is now the Utah Charter School Enhancement Program and my employer, Verapath Global Investing is one of three approved financial advisors allowed to work with the Utah State Charter School Finance Authority. I've worked closely with Marlies Burns and her staff as well as the staff at the UAPCS. I feel my skills and background with many Utah charter schools provides a helpful perspective and insight to this school moving forward.

Not-for-Profit History:

I have been involved with the Great Salt Lake Council of the Boys Scouts of America on their endowment committee. I've also worked closely with multiple charter schools in Utah and have a strong sense for the budgeting and financial sense successful schools need to employ.

Employment History:

I was a municipal bond trader and underwriter for Wells Fargo for 11 years and have worked at Verapath Global Investing for 6 years. My background should strongly support a charter school.

Education History:

I hold degrees in accounting and finance from the University of Utah, 2002, and an MBA with a certificate in finance from Westminster College, 2007.

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO VERIFY ANY INFORMATION PROVIDED ABOVE FOR Arc Instructional Academy.

I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

A handwritten signature in blue ink, appearing to be 'G. J. B.', with a large, sweeping flourish extending to the right.

Applicant's Signature

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary.*

Name - Michael Wright

Role with School - Founding Board Member and Treasurer

Expertise - Real Estate Developer and Business Owner

Statement of Intent:

I look forward to making the Arc Instructional Academy a reality for the students in the South Davis County area. I see my role as Treasurer of the Board to budgets properly and in a way that helps with our goal of fiscally sound policies. Having developed real estate and owned different businesses, I will look to provide guidance on public relations, hiring of staff, and review financial documents. I want to provide the best education possible for not only my children, but for those in the community that want best practices in education as a part of their children's experience. I am committed to Arc Institutional Academy. It is needed in my community.

Not-for-Profit History:

I served on the SaharaCares board for several years. SaharaCares is a non-profit foundation whose goal is to provide opportunities for disadvantaged children that they might not otherwise have. One of the major focuses of SaharaCares is children with Autism. Each year SaharaCares has the Autism Carnival. During my tenure on the board, the Autism Carnival grew from 1,500 to over 3,000 participants.

Employment History:

After completing my Business Management degree from the University of Utah, I went to work for Sahara, Inc. Sahara is a mid size construction company. My role was project management over large commercial construction projects. During my 9 years at Sahara, I started two divisions. Sahara Interiors was established to broker furniture and equipment to our construction clients and the other division was Sahara Development which provided development and pre-construction services to our clients. In 2005, I started Giza Development. Giza develops all types of projects from student housing, office warehouse, and office to senior care and charter schools. Giza continues to develop commercial projects today.

Education History:

BS in Business Management, August 1997, University of Utah
Snow College, December 1992

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FOR ARC INSTRUCTIONAL ACADEMY

I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND
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Applicant's Signature

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary.*

Name Jeffrey David Beck

Role with School Board Secretary

Expertise Business Management and Real Estate Investment

Statement of Intent:

I will be serving as board secretary for the Arc Instructional Academy charter school board. As secretary I will be responsible for ensuring the board is organized and meeting on a regular basis. I will take minutes in our meetings and ensure attention to detail.

As a native of Bountiful and a product of its education system, I believe strongly in this charter school and its curriculum. I believe the Arc Instructional Academy will provide an excellent option when residents decide where to send their children to excel.

Not-for-Profit History:

- Redpine Canyon HOA Board (Current): Position – Secretary/treasurer.
 - I am part of the HOA board for 60 townhomes near the Canyons Ski Resort in Park City, Utah.
- Brasil Doce Lar Foundation (2008-2012): Position – Managing Member
 - I served as the managing member for an organization that assisted underprivileged children in Brazil receive a private education. I was responsible in helping identify candidates and assisting them financially to obtain a fantastic education.

Employment History:

- Digg Partners (2012-2015): Position – Managing Partner
 - I am the Managing Partner of a Real Estate Investment partnership. We focus on commercial properties and development opportunities in Utah market.
- Redfish Investments (2010-2015): Position – Owner
 - I am an owner in a boutique real estate development and construction company.
We focus on in-fill development in the Salt Lake Market.

Education History:

- University of Utah (2008): BA International Studies/Minor in Business Admin
- University of Utah (2012): MBA David Eccles School of Business
- Project Management Institute (PMI): PMP Certified (Project Management Professional)

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Applicant's Signature

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary.*

Name Elizabeth Hatch

Role with School Board Member -Trustee

Expertise Charter School K-9 School Administration and Direct Instruction

Statement of Intent:

I will be serving as a founding board member for the Arc Instructional Academy charter school board. I look forward working with the board to help oversee and create an outstanding educational experience for students, families and all stakeholders of the school.

Not-for-Profit History:

2006-2015 Director of Legacy Preparatory Academy-

Employment History:

2006-2015 Director of Legacy Preparatory Academy-

During the last two years as the Executive Director of Legacy Preparatory Academy, I worked with LPA's governing board, LPA's business management team, and a great financial advisory and consulting firm to help LPA qualify for the moral obligation bond financing. Following months of hard work, LPA's moral obligation bond was issued by the Utah Charter School Finance Authority, or UCSFA, in the fall of 2014. LPA refinanced its existing debt with moral obligation bonds. To be specific, LPA replaced approximately \$13 million of debt at 6.75% interest with \$16.9 million of debt at 3.87% interest. LPA's interest rate – a function of bond prices and yields on the closing date - was fortunately the lowest rate the UCSFA had ever seen at that time. As a result, LPA was able to finance all of the expansion costs of a new campus addition without incurring any increase (in fact, with a slight decrease) in its monthly interest payments. I was happy to be part of that process and to see the completion of the new construction.

1992- 2004- Adjunct Faculty Member for Communications Department at Weber State University

1987-1989- Facilitator for the Experiential Learning Center for the School of Business at the University of Southern California

Education History:

1989- Masters of Arts, Communications, Brigham Young University

1986- Bachelor of Arts, International Relations, Brigham Young University

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FOR ARC INSTRUCTIONAL ACADEMY

A handwritten signature in cursive script, reading "Elizabeth Hatch". The signature is written in black ink and is positioned above a horizontal line.

Applicant's Signature

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary.*

Name Anne Desjardins

Role with School Board Member -Trustee

Expertise Direct Instruction, teacher training, special education and grant writing

Statement of Intent:

As a board member, I will uphold the school's charter and follow the state guidelines governing charter schools.

Not-for-Profit History:

I served as the Executive Director of Bear River Charter School from 2010-2015.

I worked closely with representatives from Red Apple Financial to ensure that that school was financially sound. I reported to the governing board on a monthly basis.

Employment History:

As Executive Director of Bear River Charter School, I served as the school's assessment director, special education director and Title 1 director.

Education History:

I hold a masters degree in special education from the University of Washington and have forty-two years of teaching experience.

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FOR ARC INSTRUCTIONAL ACADEMY

I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY
KNOWLEDGE.

Anne Desjardins

Applicant's Signature

Appendix B: Articles of Incorporation

ARTICLES OF INCORPORATION

OF

Arc Instructional Academy

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

Article I

NAME

The name of the corporation is Arc Instructional Academy.

Article II

DURATION

The period of duration of this corporation is perpetual.

Article III

PURPOSE

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in the operation and support of a private or public school.

The corporation may engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

The corporation may engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

The corporation may solicit and receive contributions, purchase, own and sell real and personal property, make contracts, borrow, invest corporate funds, spend corporate

funds for corporate purposes, and engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV MEMBERS/STOCK

The corporation shall not have Members or Stock.

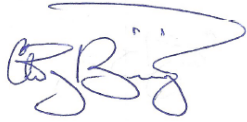
Article V BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

Article VI DIRECTORS

The number of directors of this Corporation shall be three (3), or more than three, but not more than forty five (45), as fixed from time to time by the By-Laws of the Corporation. The names and addresses of the persons who are to serve as original members of the Board of Trustees until their successors are elected and shall qualify are:

Names and Addresses



Clint Biesinger

570 North 1100 East, Bountiful UT 84010



Michael Wright

FORMATION PRESENTED HEREIN IS TRUE AND CO



Applicant's Signature

Jeffrey Beck

570 North 1100 East, Bountiful UT 84010



Anne DesJardins



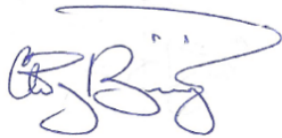
Elizabeth Hatch

1207 Pinehurst Circle, Farmington, UT 84025

Article VII INCORPORATORS

The names and addresses of the incorporators are:

Names and Addresses



Clint Biesinger

570 North 1100 East, Bountiful, UT 84010

FORMATION PRESENTED HEREIN IS TRUE AND CO



Applicant's Signature

Jeffrey Beck

4543 S Holladay Blvd, Holladay, UT 84117



Michael Wright

801 N 500 W #300, Bountiful, Ut 84010



Anne DesJardins

1243 Sumac Drive, Logan, Utah 84321



Elizabeth Hatch

1207 Pinehurst Circle, Farmington, UT 84025

Article VIII
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:

570 North 1100 East
Bountiful, UT 84010

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporation's initial registered agent at such address shall be:

Clint Biesinger

570 North 1100 East
Bountiful, UT 84010

I hereby acknowledge and accept appointment as corporate registered agent:



Signature

Article IX
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 570 North 1100 East, Bountiful, UT 84010. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article X
DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

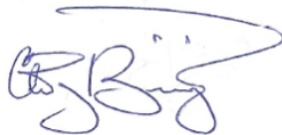
compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we, Clint Biesinger, Michael Wright, Jeffrey Beck, Anne DesJardins, and Elizabeth Hatch have executed these Articles of Incorporation in duplicate this 15th day of June, 2016, and say:

That we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters we believe to be true.



Clint Biesinger

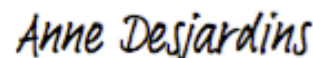


Michael Wright

INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT


Applicant's Signature

Jeffrey Beck



Anne DesJardins

Elizabeth Hatch

Elizabeth Hatch

Appendix C: Governing Board Bylaws

Arc Instructional Academy

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- Section 2.1 Classification & Election of Members

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ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located in the city of Bountiful and the county of Davis, Utah. The corporation may have such other offices either within or outside Utah, as the Board of Trustees may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. If a registered office of the corporation is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah, and the address of the registered office may be changed from time to time by the board of trustees.

ARTICLE II

MEMBERSHIP

Section 2.1 Classification & Election of Members. The corporation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 General Powers. The business and affairs of ARC INSTITUTIONAL ACADEMY shall be managed by its Board of Trustees, except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications for Voting Board Members The number of trustees of the Corporation shall be fixed by the Board of Trustees, but in no event shall be less than 5 and no more than 9, with an expectation of 7 as the desired usual. Any action of the Board of Trustees to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional trustees, shall constitute an amendment of these bylaws effecting such increase or decrease.

Trustees shall be elected or reelected by a majority of the existing Board of Trustees at each June annual meeting. Board terms shall end on June 30th of the respective term.

The first five years of operation the Founding Board Members (those who joined the Board in the first year of the development of the school) can remain on the Board in order to maintain the original vision of ARC INSTITUTIONAL ACADEMY. After the school has been in operation for 5 years, Founding Board Members fall under the same rotation as Non-Founding Board Members.

New board members shall not serve on the board for more than 2 consecutive three-year terms. After which, they may be re-elected to the Board only after at least a one year sabbatical. At least 2 of the Voting Board Members must be a parent of a child currently attending the school.

Any trustee who has 2 or more unexcused absences at board meetings and/or does NOT complete assignments regularly to the satisfaction of the Board, having been given due notice, shall be subject to removal if the remaining Board so deems by a majority vote. Regardless of the foregoing, any Trustee may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice, if any, of the person so removed.

Section 3.3 Number, Election, Tenure and Qualifications of Advisory Board Members (Non-Voting Board Members) Advisory Board members shall be elected or re-elected by a majority of the voting Board Members at each annual

June meeting or as otherwise determined by the Board. Advisory Board members shall serve an indefinite term and shall make an effort to attend as many board meetings as they are able. Advisory Board members may be removed at any time by a majority of Voting Board Members.

Section 3.4 Vacancies Any trustee may resign at any time by giving written notice, either paper or electronic, to the chair of ARCHES ACADEMY. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board shall publicly announce the number of vacancies available and shall consider any nominations from parents or the community at large. Vacancies shall be filled by the affirmative vote of a majority of the trustees then in office.

Section 3.5 Regular Meetings and Attendance Regular meetings of the board of trustees shall be held at least 10 times each year. Notice for such meetings shall be given at least one week in advance. An annual meeting shall be held each year in June. Board meetings will remain open to the public unless a closed session is convened by a majority vote of members present; which closed session will be subject to the requirements of Utah State Open Meetings Laws.

Section 3.6 Special Meeting Special meetings of the Board of Trustees may be called by or at the request of the chair or any two trustees. The person or persons authorized to call special meetings of the board of trustees will provide proper notice and may fix any place, date and time for holding any special meeting of the board called by them; which special meeting will follow normal open meeting requirements as outlined by the State of Utah.

Section 3.7 Notice Notice of each meeting of the board of trustees stating the place, day and hour of the meeting shall be given to each trustee at his or her business or home address at least five days prior thereto by mailing of written notice by first class, certified or registered mail or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the US mail, with postage thereon prepaid. If emailed, such notice shall be deemed to be given when the email is sent. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver

of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.8 Quorum and Voting. A majority of the number of trustees fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice than an announcement at the meeting, until a quorum shall be present. No trustee may vote or act by proxy at any meeting of trustees.

Section 3.9 Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees.

Section 3.10 Meetings by Telephone or other Electronic Device. Members of the board of trustees or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

Section 3.11 Action Without a Meeting. All official actions of the board must be done in a public meeting in accordance with Utah State law.

Section 3.12 Presumption of Assent. A trustee of ARC INSTRUCTIONAL ACADEMY who is present at a meeting of the board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 3.13 Compensation. Trustees shall not receive compensation for their service on the board, although the reasonable expenses relating to the furtherance of the corporation's mission may be paid or reasonable compensation paid for services rendered in the furtherance of the corporation's

mission outside of service on the Board of Trustees, but only in accordance to Utah State Law.

Section 3.14 Executive and Other Committees. By one or more resolutions, the board of trustees may designate from among its members an executive committee and one or more other committees.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The Officers of ARC INSTRUCTIONAL ACADEMY shall be a chair, a vice-chair, secretary and a treasurer. The Board of trustees may also elect or appoint such other officers, assistant officers and agents, including an executive director, one or more vice-chairs, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of chair and secretary. Officers need not be trustees of the corporation. All officers must be at least eighteen years old.

Section 4.2 Election and Term of Office. Officers of the Board of ARC INSTRUCTIONAL ACADEMY shall be elected by the board of trustees at the regular annual meeting of the board of trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for 2 -year terms with the opportunity to be elected again to the same position.

Section 4.3 Removal. Any officer or agent may be removed by a majority vote of the board of trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.4 Vacancies. Any officer may resign at any time, subject to any rights or obligation under any existing contracts between the officer and the

corporation, by giving written notice to the chair or the board of trustees. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of trustees for the un-expired portion of the term.

Section 4.5 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the board of trustees or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) Chair. The chair shall, subject to the direction and supervision of the board of trustees: (1) preside at all meetings of the board of trustees; (2) see that all orders and resolutions of the board of trustees are carried into effect; and (3) perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.
- (b) Vice-Chair. The vice-chair shall assist the chair and shall perform such duties as may be assigned by the chair or by the board of trustees. The vice-chair shall, at the request of the chair, or in his absence or inability to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair.
- (c) Secretary. The secretary shall: (1) keep the minutes of the proceedings of the board of trustees and any committees of the board; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the corporation; and (4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chair or by the board of trustees. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.
- (d) Treasurer. The treasurer shall: (1) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Trustees; (2) receive and give receipts and acquittances for moneys

paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of ARC INSTRUCTIONAL ACADEMY of whatever nature upon maturity; (3) unless there is a controller, be the principle accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local , state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the chair and the board of trustees statements of accounts showing the financial position of ARC INSTRUCTIONAL ACADEMY and the results of its operations; (4) upon request of the board, make such reports to it as may be required at any time; and (5) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the chair of the board of trustees. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 4.6 Surety Bonds The board of trustees may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his/her duties and for the restoration of ARC INSTRUCTIONAL ACADEMY of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the ARC INSTRUCTIONAL ACADEMY.

ARTICLE V

INDEMNIFICATION

Section 5.1 Indemnification of Trustees, Officers, etc. The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairperson or member of any committee, or on behalf of ARC INSTRUCTIONAL ACADEMY as a trustee, director or officer of another corporation, whether for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by ARC INSTRUCTIONAL ACADEMY against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such believed to be in the best

interests of ARC INSTRUCTIONAL ACADEMY and, with respect to any criminal action or proceeding, had no reason of such service, provided such person acted in good faith and in a manner she/he reasonably believed to be in the best interests of ARC INSTRUCTIONAL ACADEMY and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in Section 5.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contender or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in manner which he reasonably believed to be in the best interests of the corporation. With respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 5.2 Indemnification Against Liability to the Corporation. No indemnification shall be made in respect of any claim, issue matter as to which a person covered by Section 5.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 5.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 5.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application, that despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 5.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer employee or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person or affect any right of indemnification so such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 5.6 Insurance. By action of the Board of Trustees, notwithstanding

any interest of the trustees in such action, ARC INSTRUCTIONAL ACADEMY may, subject to Section 5.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure ARC INSTRUCTIONAL ACADEMY against any liability, including without limitation, any liability for the indemnification provided in this Article.

Section 5.7 Right To Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board or trustees may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that ARC INSTRUCTIONAL ACADEMY shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that ARC INSTRUCTIONAL ACADEMY shall be surrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subordination to ARC INSTRUCTIONAL ACADEMY.

Section 5.8 Limitation of Indemnification. Notwithstanding any other provision of these bylaws, ARC INSTRUCTIONAL ACADEMY shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

Article VI

MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of trustees and business meetings of officers. All books and records of the corporation may be inspected by any trustee or his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30.

Section 6.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contribution. The corporation may accept any designated contribution, grant, and bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including

designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purpose.

Section 6.5 Conflicts of Interest. If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Discrimination: **ARC INSTRUCTIONAL ACADEMY admits students of any race, religion, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, religion, color, national origin, or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.**

Section 6.6 Loans to Trustees and Officers. No loans shall be made by the corporation to any of its trustees or officers. Any trustee or officer who assents to or participates in the making of such loan shall be liable to the corporation for the amount of such loan until it is paid.

Section 6.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of trustees; and shall require that every Board Member vote with at least a $\frac{3}{4}$ majority vote for passage.

Section 6.9 Severability. The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as such invalid provision were omitted.